

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TOWN SPORTS INTERNATIONAL, LLC,

Debtor.

KENNEDY LEWIS PARTNERS MASTER FUND
LP and KENNEDY LEWIS PARTNERS MASTER
FUND II LP,

Plaintiffs,

v.

ABRY PARTNERS, LLC, APEX CREDIT
PARTNERS, LLC, CIFC ASSET MANAGEMENT
LLC, ELLINGTON MANAGEMENT GROUP,
L.L.C., TRIMARAN ADVISORS
MANAGEMENT, L.L.C., and WILMINGTON
SAVINGS FUND SOCIETY, FSB,

Defendants.

Chapter 11

Case No. 20-12168 (CTG)

(Jointly Administered)

Adv. Pro. No. 22-50406 (CTG)

JURY TRIAL DEMANDED

Re: Adv. Pro. No. 28

***AMENDED*¹ NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON DECEMBER 13, 2022, AT 1:00 P.M. (ET)**

THE HEARING WILL BE HELD IN-PERSON BEFORE THE HONORABLE CRAIG T. GOLDBLATT, U.S. BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, COURTROOM 7, WILMINGTON, DE 19801. ALL PARTIES, INCLUDING WITNESSES, ARE EXPECTED TO ATTEND IN PERSON UNLESS PERMITTED TO APPEAR VIA ZOOM. APPEARANCES AT IN-PERSON COURT PROCEEDINGS USING ZOOM ARE ALLOWED ONLY IN THE FOLLOWING CIRCUMSTANCES: (I) A PARTY WHO FILES A RESPONSIVE PLEADING INTENDS TO MAKE ONLY A LIMITED ARGUMENT; (II) A PARTY WHO HAS NOT SUBMITTED A PLEADING BUT IS INTERESTED IN OBSERVING THE HEARING; (III) A PARTY WHO HAS A GOOD FAITH HEALTH-RELATED REASON AND HAS OBTAINED PERMISSION FROM JUDGE GOLDBLATT'S CHAMBERS TO APPEAR REMOTELY, OR (IV) OTHER EXTENUATING CIRCUMSTANCES AS DETERMINED BY JUDGE GOLDBLATT. IF YOU INTEND TO APPEAR VIA ZOOM, YOU ARE REQUIRED TO REGISTER IN ADVANCE. PLEASE USE THE FOLLOWING ZOOM REGISTRATION LINK:

<https://debuscourts.zoomgov.com/meeting/register/vJIsfuGqrD8iG6QH5dbtPsEaIQDZwfeL-aQ>

COURTCALL WILL NOT BE USED FOR THIS HEARING.

¹ Amended items appear in bold.

Kennedy Lewis Partners Master Fund LP, et al., v. Abry Partners, LLC,
Adv. Pro. No. 22-50406 (CTG)

1. Court's Preliminary Observations Regarding This Court's Subject-Matter Jurisdiction ([A.D.I. 26](#), filed 11/29/22)²
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Objection/Response Deadline: At the hearing or, if in writing, December 9, 2022, at 5:00 p.m. (ET).

Responses Received:

- a) Please refer to documents listed under Agenda Item 2.

Related Documents:

- a) Please refer to documents listed under Agenda Item 2.

Status: This matter is going forward.

2. Oral Argument Concerning Motions to Dismiss Complaint

- a) Lender Defendants' Motion to Dismiss or, alternatively, Transfer Venue ([D.D.I. 47](#), filed 8/30/21).³
- b) Lender Defendants' Memorandum of Law in Support of Their Motion to Dismiss or Transfer Venue ([D.D.I. 48](#), filed 8/30/21).
- c) Declaration of David P. Salant in Support of the Lender Defendants' Motion to Dismiss ([D.D.I. 49](#), filed 8/30/21).
- d) Motion to Dismiss or Alternatively to Transfer Venue, filed by Wilmington Savings Fund Society, FSB ([D.D.I. 50](#), filed 8/30/21).
- e) Memorandum of Law in Support of Motion By Defendant Wilmington Savings Fund Society, FSB to Dismiss the Complaint or Transfer Venue ([D.D.I. 51](#), filed 8/30/21).
- f) Declaration of Eric Avery Brandon in Support of Defendant Wilmington Savings Fund Society, FSB's Motion to Dismiss the Complaint or Transfer Venue ([D.D.I. 52](#), filed 8/30/21).
- g) Reply Memorandum of Law in Further Support of Motion By Defendant

² "A.D.I. ____" refers to the docket number on the docket before this Court maintained for the adversary proceeding *Kennedy Lewis Partners Master Fund LP, et al., v. Abry Partners, LLC*, Adv. Pro. No. 22-50406 (CTG).

³ "D.D.I. ____" refers to the docket number on the docket before the United States District Court for the District of Delaware in the civil action *Kennedy Lewis Partners Master Fund LP et al. v. Abry Partners, LLC et al.*, C.A. No. 22-cv-01111 (MN) (D. Del.).

Wilmington Savings Fund Society, FSB to Dismiss the Complaint or Transfer Venue ([D.D.I. 55](#), filed 10/15/21).

- h) Lender Defendants' Reply Memorandum of Law in Further Support of Their Motion to Dismiss or Transfer Venue ([D.D.I. 56](#), filed 10/15/21).
- i) Supplemental Brief In Further Support of Motion by Defendant Wilmington Savings Fund Society, FSB to Dismiss the Complaint ([A.D.I. 19](#), filed 11/21/22).
- j) Declaration of Peter Kim In Further Support of Motion by Defendant Wilmington Savings Fund Society, FSB to Dismiss the Complaint ([A.D.I. 21](#), filed 11/21/22).
- k) Lender Defendants' Supplemental Memorandum of Law in Further Support of Their Motion to Dismiss ([A.D.I. 22](#), filed 11/21/22).
- l) Reply of Defendant Wilmington Savings Fund Society, FSB to Plaintiff's Opening Supplemental Brief ([A.D.I. 29](#), filed 12/9/22).**
- m) The Lender Defendants' Supplemental Memorandum of Law in Reply to Plaintiffs' Supplemental Opposition to the Lender Defendants' Motion to Dismiss ([A.D.I. 30](#), filed 12/9/22).**

Responses Received:

- a) Memorandum of Law in Opposition to Lender Defendants' Motion to Dismiss or, alternatively, Transfer Venue, filed by Kennedy Lewis Partners Master Fund II LP, Kennedy Lewis Partners Master Fund LP ([D.D.I. 53](#), filed 10/4/21).
- b) Memorandum of Law in Opposition to Wilmington Savings Fund Society, FSB's Motion to Dismiss or Alternatively to Transfer Venue, filed by Kennedy Lewis Partners Master Fund II LP, Kennedy Lewis Partners Master Fund LP ([D.D.I. 54](#), filed 10/4/21).
- c) Plaintiffs' Opening Supplemental Brief in Further Support of Their Opposition to Defendants Motions to Dismiss ([A.D.I. 20](#), filed 11/21/22).
- d) Plaintiffs' Supplemental Brief Concerning the Court's Observations on Subject Matter Jurisdiction ([A.D.I. 31](#), filed 12/9/22).**
- e) Declaration of Kyle A. Lonergan of Plaintiff's Supplemental Brief Concerning the Court's Observations on Subject Matter Jurisdiction ([A.D.I. 32](#), filed 12/9/22).**
- f) Plaintiffs' Supplemental Brief in Further Opposition to the Lender Defendants' Motion to Dismiss ([A.D.I. 33](#), filed 12/9/22).**
- g) Plaintiffs' Supplemental Brief in Further Opposition to WFSF'S Motion to Dismiss ([A.D.I. 34](#), filed 12/9/22).**

Related Documents:

- a) Complaint ([D.D.I. 1](#), filed 5/25/21).
- b) Lender Defendants' letter requesting pre-motion conference on their motion to dismiss or, in the alternative, transfer venue ([D.D.I. 40](#), filed 7/19/21).
- c) Wilmington Savings Fund Society, FSB's letter requesting pre-motion conference on their motion to dismiss or transfer venue ([D.D.I. 41](#), filed 7/19/21).
- d) Plaintiffs' response to Lender Defendants' letter requesting pre-motion conference on their motion to dismiss or, in the alternative, transfer venue ([D.D.I. 43](#), filed 7/23/21).
- e) Plaintiffs' response to Wilmington Savings Fund Society, FSB's letter requesting pre-motion conference on their motion to dismiss or transfer venue ([D.D.I. 44](#), filed 7/23/21).
- f) Order denying Defendants' request for a pre-motion conference and setting briefing schedule on motions entered by Hon. Robert L. Carter, District Judge, S.D.N.Y. ([D.D.I. 45](#), filed 7/26/21).
- g) Order granting Defendants' motion to transfer, entered by Hon. Andrew L. Carter, Jr., District Judge, S.D.N.Y. ([D.D.I. 61](#), filed 8/17/22).
- h) Transcript of telephone conference proceedings on 8/17/22 before Hon. Andrew L. Carter, Jr., District Judge, S.D.N.Y. ([D.D.I. 62](#), filed 8/23/22).
- i) Record of Case No. 21-cv-04690 transferred from S.D.N.Y. ([D.D.I. 66](#), filed 8/24/22).
- j) Order referring case to Bankr. D. Del. ([D.D.I. 68](#), filed 9/6/22).
- k) **Plaintiffs' Omnibus Certificate of Service Regarding Adv. Dkt. Nos. 31, 32, 33 & 34 ([A.D.I. 35](#), filed 12/9/22).**

Status: Subject to the Court's disposition of Agenda Item 1, oral argument on the motions to dismiss the Complaint may be going forward.

Dated: December 9, 2022

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